

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

SPIRIT AIRLINES, INC.,

Plaintiff,

vs.

Case No. 07-341 (SLR)

24/7 REAL MEDIA, INC.,
ADVERTISING.COM, INC., AMERICA
ONLINE, INC. DBA AOL, BURST MEDIA
CORPORATION, CARROLLTON BANK,
CHEAPFLIGHTS (USA), INC., ECHO TARGET,
INC., HOTWIRE, INC., INTERCEPT
INTERACTIVE, INC., PRICELINE.COM, LLC,
RACKSPACE, LTD., SHERMANS TRAVEL,
INC., SIDESTEP, INC., SMARTER LIVING,
INC., SPECIFICMEDIA, INC., TRAVEL
MARKETING GROUP, INC., TRAVELZOO,
INC., TRIBAL FUSION, INC., TRIPADVISOR
LLC, VALUECLICK, INC., and THE WEATHER
CHANNEL INTERACTIVE, INC.,

Defendants.

STIPULATED SECOND MODIFIED SCHEDULING ORDER

WHEREAS, on July 27, 2007, the Court entered its Order [Dkt. No. 125] which provided deadlines for (among other things) the parties to complete fact and expert discovery (the “Order”); and

WHEREAS, on February 25, 2008, the Court approved the Stipulated First Modified Scheduling Order [Dkt. No. 184] (the “First Modified Order”); and

WHEREAS, the parties are engaged in discovery and discussions to determine whether this matter can be amicably resolved; and

WHEREAS, the parties require additional time to complete fact and expert discovery and believe that such additional time may facilitate ongoing discussions to resolve this matter;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, subject to the approval of the Court, that:

1. All fact discovery shall be commenced in time to be completed by May 16, 2008.
2. Reports from retained experts under Rule 26(a)(2) on issues for which any party has the burden of proof shall be due by May 26, 2008. Rebuttal expert reports shall be due by June 2, 2008. All expert discovery shall be completed by June 13, 2008.
3. No deadlines set forth in the Order or the First Modified Order are affected by this Stipulated Second Modified Scheduling Order except as expressly set forth herein.
4. The Court's approval of this Stipulated Second Modified Scheduling Order is without prejudice to the right of any party to seek further relief from this Court.

Dated: April 10, 2008

/s/ Marcos A. Ramos

Robert J. Stearn, Jr. (No. 2915)
Marcos A. Ramos (No. 4450)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
P.O. Box 551
Wilmington, DE 19899
Tel: (302) 651-7700
Fax: (302) 651-7701
E-mail: ramos@rlf.com

Attorneys for AOL LLC
and Advertising.com, Inc.

/s/ Kathleen P. Makowski

Kathleen P. Makowski (No. 3648)
SAUL EWING LLP
222 Delaware Avenue, Ste. 1200
Wilmington, DE 19801
Tel: (302) 421-6800
Fax: (302) 421-6813
E-mail: kmakowski@saul.com

- and -

Connie A. Lahn
David E. Runck
FAFINSKI, MARK & JOHNSON, P.A.
Flagship Corporate Center
775 Prairie Center Drive, Suite 400
Eden Prairie, MN 55344

Attorneys for Spirit Airlines, Inc.

/s/ Amy Denise Brown

Amy Denise Brown (No. 4077)
WERB & SULLIVAN
300 Delaware Avenue, 10th Floor
P.O. Box 25046
Wilmington, DE 19899
Tel: (302) 652-1100
Fax: (302) 652-1111
E-mail: abrown@werbsullivan.com

- and -

Francis X. Sexton
Sanjukta Sen
CONCEPCION, SEXTON & MARTINEZ
355 Alhambra Circle, Suite 1250
Coral Gables, FL 33134

Attorneys for Valueclick, Inc., ValueClick
Media and Mediaplex, Inc.

/s/ Katherine L. Mayer

Katharine L. Mayer (No. 3758)
MCCARTER & ENGLISH, LLP
405 King Street
Wilmington, DE 19899
Tel: (302) 984-6300
Fax: (302) 984-6399
E-mail: kmayer@mccarter.com

- and -

Robert J. Parsons, II
ROGERS, MOORE & ROGERS, LLP
6 So. Calvert Street
Baltimore, MD 21202

Attorneys for Carrollton Bank

/s/ Fotini A. Antoniadis

Edward M. McNally (No. 614)
Fotini A. Antoniadis (No. 4793)
MORRIS JAMES LLP
500 Delaware Avenue, Suite 1500
P.O. Box 2306
Wilmington, DE 19899-2306
Tel: (302) 888-6880
Fax: (302) 571-1750
E-mail: emcnally@morrisjames.com

- and -

Donald L. Kidd, Jr.
SQUIRE, SANDERS & DEMPSEY, L.L.P.
8000 Towers Crescent Drive, 14th Floor
Tysons Corner, VA 22182

Attorneys for Burst Media Corporation

/s/ Erica N. Finnegan

Erica N. Finnegan (No. 3986)
CROSS & SIMON, LLC
913 North Market Street, 11th Floor
Wilmington, DE 19801
Tel: (302) 777-4200
Fax: (302) 777-4224
E-mail: efinnegan@crosslaw.com

- and -

Peter Wucetich
STRANDLING, YOCCA, CARLSON &
RAUTH
Orange County Office
660 Newport Center Drive, Suite 1600
Newport Beach, CA 92660

Attorney for SpecificMedia Inc.

/s/ William D. Sullivan

William D. Sullivan (No. 2820)
WILLIAM D. SULLIVAN, LLC
4 East 8th St., Suite 400
Wilmington, DE 19801
Tel: (302) 428-8191
Fax: (302) 428-8195
E-mail: bsullivan@sha-llc.com

Attorney for Priceline.com LLC

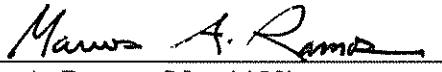
IT IS SO ORDERED:

April _____, 2008

The Honorable Sue L. Robinson

CERTIFICATE OF SERVICE

I hereby certify that on this 10th day of April, 2008, a true copy of the foregoing Stipulated Second Modified Scheduling Order was served upon counsel as set forth on the attached service list.



Marcos A. Ramos (No. 4450)

VIA HAND DELIVERY

Kathleen P. Makowski
Saul Ewing LLP
222 Delaware Avenue, Ste. 1200
Wilmington, DE 19801

Katharine L. Mayer
McCarter & English, LLP
405 King Street
Wilmington, DE 19899

William D. Sullivan
William D. Sullivan, LLC
4 East 8th St., Suite 400
Wilmington, DE 19801

Erica N. Finnegan
Cross & Simon, LLC
913 North Market Street, 11th Floor
Wilmington, DE 19801

Christopher D. Loizides
Loizides & Associates
1225 King Street, Suite 800
Wilmington, DE 19801

Fotini A. Antoniadis
Morris James LLP
500 Delaware Avenue, Suite 1500
P.O. Box 2306
Wilmington, DE 19899-2306

Amy Denise Brown
Werb & Sullivan
300 Delaware Avenue, 10th Floor
P.O. Box 25046
Wilmington, DE 19899

VIA FIRST CLASS MAIL

Adam R. Elgart
Mattleman, Weinroth & Miller, P.C.
200 Continental Drive, Suite 215
Newark, DE 19713

Donald L. Kidd, Jr.
Squire, Sanders & Dempsey, L.L.P.
8000 Towers Crescent Drive, 14th Floor
Tysons Corner, VA 22182

Connie A. Lahn
David E. Runck
Fafinski, Mark & Johnson, P.A.
Flagship Corporate Center
775 Prairie Center Drive, Suite 400
Eden Prairie, MN 55344

Robert J. Parsons, II
Rogers, Moore & Rogers, LLP
6 So. Calvert Street
Baltimore, MD 21202

Francis Sexton
Sanjukta Sen
Concepcion, Sexton & Martinez
355 Alhambra Circle, Suite 1250
Coral Gables, FL 33134

Peter Wucetich
Strandling, Yocca, Carlson & Rauth
Orange County Office
660 Newport Center Drive, Suite 1600
Newport Beach, CA 92660

Andrew P. Karamouzis
Moran Karamouzis LLP
265 Sunrise Highway, Suite 61
Rockville Centre, NY 11570